

**Annexure III**  
**Report of Scrutinizer**  
**[Regulation 11(A)]**

To,  
 Mr. Amir Shehzad  
 Chairman of the meeting-Unity Foods Limited  
 The Annual General Meeting of Unity Foods Limited  
 Held on Monday, October 27, 2025 at 12:00 noon at Hotel Galaxy Bushra Hall, 164, B.C.H.S. Shahrah-e-Faisal, Karachi

Dear Sir,

We, Moore Shekha Mufti Chartered Accountants, appointed as Scrutinizer by the board of directors of Unity Foods Limited ("the Company") under the Postal Ballot Regulations, 2018 ("the Regulations"), for the purpose of monitoring and validating the voting undertaken on the below mentioned resolution(s), as per the requirements of the Regulations, at the Annual General meeting of the Company, held on Monday, October 27, 2025 at 12:00 noon at Hotel Galaxy Bushra Hall, 164, B.C.H.S. Shahrah-e-Faisal, Karachi, submit our report as required under the Regulations as under:

1. Details of voting taken place during the meeting are as following:

**Vote casted in person or through proxy:**

| Particulars                      |                                      |  | Result of resolutions     |                            |   |         |   |         |   |         |
|----------------------------------|--------------------------------------|--|---------------------------|----------------------------|---|---------|---|---------|---|---------|
| No. of Members present in Person | No. of Members present through Proxy | Total No. of Shares held or no. of votes | Total No. of Votes Casted | Total No. of Invalid Votes | Resolution 3 (Special Resolution (Agenda no 6)) |         | Resolution 4 (Special Resolution (Agenda no 7)) |         | Resolution 5 (Special Resolution (Agenda no 8)) |         |
|                                  |                                      |  |                           |                            | Favor   | Against | Favor   | Against | Favor   | Against |
| 7                                | -                                    | 220043                                   | 220043                    | 220043                     | -   | -       | -   | -       | -   | -       |
| <b>Total</b>                     |                                      | 220043                                   | 220043                    | 220043                     | -   | -       | -   | -       | -   | -       |

**Vote casted through e-voting:**

| Particulars                     |  | Result of resolutions     |                            |   |         |   |         |   |         |
|---------------------------------|--|---------------------------|----------------------------|---|---------|---|---------|---|---------|
| No. of Members Casting the Vote | Total No. of Shares held or no. of votes | Total No. of Votes Casted | Total No. of Invalid Votes | Resolution 3 (Special Resolution (Agenda no 6)) |         | Resolution 4 (Special Resolution (Agenda no 7)) |         | Resolution 5 (Special Resolution (Agenda no 8)) |         |
|                                 |  |                           |                            | Favor   | Against | Favor   | Against | Favor   | Against |
| 72                              | 171896892                                | 171896892                 | -                          | 171865550                                       | 31342   | 171638379                                       | 258513  | 171645362                                       | 251530  |
| <b>Total</b>                    | 171896892                                | 171896892                 | -                          | 171865550                                       | 31342   | 171638379                                       | 258513  | 171645362                                       | 251530  |

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**Vote casted through post:**

| Particulars                     |  | Result of resolutions (In case of election of directors amend accordingly) |                            |   |          |   |          |   |          |
|---------------------------------|--|--|----------------------------|---|----------|---|----------|---|----------|
| No. of Members Casting the Vote | Total No. of Shares held or no. of votes | Total No. of Votes Casted  | Total No. of Invalid Votes | Resolution 3 (Special Resolution (Agenda no 6)) |          | Resolution 4 (Special Resolution (Agenda no 7)) |          | Resolution 5 (Special Resolution (Agenda no 8)) |          |
|                                 |  |  |                            | Favor   | Against  | Favor   | Against  | Favor   | Against  |
| 2                               | 119488303                                | 11948830   | -                          | 11948830  | -        | 11948830  | -        | 11948830  | -        |
| <b>Total</b>                    | <b>119488303</b>                         | <b>11948830</b>  | <b>-</b>                   | <b>11948830</b>                                 | <b>-</b> | <b>11948830</b>                                 | <b>-</b> | <b>11948830</b>                                 | <b>-</b> |

**Consolidated Report of Voting:**

| S.No. | Resolutions                                     | Total No. of Shares / Votes Held | Total Number of Votes Casted | Total Number of Invalid Votes | Number of Votes Casted in Favour | Number of Votes Casted Against | Percentage of Votes Casted in Favour | Resolution Passed/ Not Passed | Remarks   |
|-------|---|----------------------------------|------------------------------|-------------------------------|----------------------------------|--------------------------------|--------------------------------------|-------------------------------|---|
| 1     | Resolution 3 (Special Resolution (Agenda No 6)) | 291605238                        | 291605238                    | 220043                        | 291353853                        | 31342                          | 99.91%                               | Passed                        | Invalid vote constitutes of incomplete ballots casted during the AGM. |
| 2     | Resolution 4 (Special Resolution (Agenda No 7)) | 291605238                        | 291605238                    | 220043                        | 291126682                        | 258513                         | 99.84%                               | Passed                        |   |
| 3     | Resolution 5 (Special Resolution (Agenda No 8)) | 291605238                        | 291605238                    | 220043                        | 291133665                        | 251530                         | 99.84%                               | Passed                        |   |

2. That the voting process was conducted by the Company as per the requirements of the Postal Ballot Regulations 2018 except

for the matters disclosed below (if any): **Nil**

3. Any other necessary information that the Scrutinizer would like to disclose for the information of members of the Company: **Nil**

**Other Details:**

|   |                              |
|---|------------------------------|
| Date and Time of un-blocking of e-voting results by the Chairman. | October 27, 2025 at 12:20 pm |
| Last date and time of receiving postal ballot by the Company.     | October 24, 2025 at 11.05 am |

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**Resolutions**

|   |   |
|---|---|
| Resolution 3<br>(Special<br>Resolution<br>(Agenda No 6) | <p>“<b>RESOLVED THAT</b> pursuant to Section 183(3) and other applicable provisions of the Companies Act, 2017, and subject to such terms and conditions as may be determined by the Board of Directors, the consent and approval of the members of the Company be and is hereby accorded to the disposal of the Kotri Plant (comprising land, buildings, plant &amp; machinery, and equipment), located at N-25, N-27-B, and N-37A, S.I.T.E. Area, Kotri District, Hyderabad, being a substantial part of the undertaking of the Company.</p> <p><b>FURTHER RESOLVED THAT</b> the Board of Directors be and are hereby authorized to finalize, approve and execute all necessary documents, deeds, agreements, and arrangements and to do all acts, matters, and things, including the appointment of consultants, legal advisors, and valuers, for the purpose of effecting the disposal of the Kotri Plant in a fair and transparent manner and in the best interest of the Company.</p> <p><b>FURTHER RESOLVED THAT</b> the Chief Executive Officer, be and is hereby authorized to act singly for and on behalf of the Company to take all necessary actions to give effect to this resolution.</p>  |
| Resolution 4<br>(Special<br>Resolution<br>(Agenda No 7) | <p>“<b>RESOLVED THAT</b>, pursuant to the provisions of Sections 199 and 208 of the Companies Act, 2017, the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018, and any other applicable laws and regulations, and subject to the recommendation of the Board of Directors and Audit Committee of the Company, the members of Unity Foods Limited (the “Company”) hereby approve and ratify the conversion of the advance payments amounting to PKR 5.00 billion, made by the Company to its wholly owned subsidiary, Sunridge Foods (Private) Limited (“SFPL”), as of June 30, 2025, into a loan in the form of a revolving line of credit, valid for a period of one (1) year from the date of this resolution, which may be renewed by the Company for up to five (5) consecutive periods of one (1) year each, on such terms and conditions as may be mutually agreed between the Company and SFPL.</p> <p><b>FURTHER RESOLVED THAT</b>, the loan shall carry a mark-up at a rate to be agreed in the relevant agreement, which shall not be lower than the average borrowing cost of the Company.</p> <p><b>FURTHER RESOLVED THAT</b>, the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to take all necessary steps, execute all such agreements, undertakings, instruments and documents, and do all acts, deeds and things, as may be required or necessary for giving effect to the above resolution, including but not limited to the execution of the loan agreement and fulfillment of all applicable corporate and legal formalities.”</p>   |
| Resolution 5<br>(Special<br>Resolution<br>(Agenda No 8) | <p>“<b>RESOLVED THAT</b>, pursuant to the provisions of Sections 199 and 208 of the Companies Act, 2017, the Companies (Related Party Transactions and Maintenance of Related Records) Regulations, 2018, and other applicable laws and regulations, and subject to the recommendation of the Audit Committee and approval of the Board of Directors of Unity Foods Limited (the “Company”), hereby approve and ratify the conversion of the advance payments amounting to PKR 5.50 billion, made by the Company to its indirect wholly owned subsidiary Sunridge Confectionery Limited (“SCL”), as of June 30, 2025, into a loan in the form of a revolving line of credit, valid for a period of one (1) year from the date of this special resolution, which may be renewed by the Company for up to five (5) consecutive periods of one (1) year each, on such terms and conditions as may be mutually agreed between the Company and SCL.</p> <p><b>FURTHER RESOLVED THAT</b>, the revolving line of credit shall carry a mark-up at a rate to be agreed in the relevant agreement, which shall not be lower than the average borrowing cost of the Company.</p> <p><b>FURTHER RESOLVED THAT</b>, the Chief Executive Officer, Chief Financial Officer, and/or Company Secretary of the Company be and are hereby jointly and/or severally authorized to negotiate, finalize, execute, and deliver all necessary agreements, deeds, declarations, undertakings, and any other relevant documents, and to take all necessary actions, perform all acts, deeds, and things required to give full effect to this resolution, including the fulfillment of all corporate and legal formalities.”</p> |



Moore Shekha Mufti  
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